

ANNUAL GENERAL MEETING

Minutes 1/2025

Time 28 March 2025 from 10:00 am to 11:09 am

Venue Eliel studio, Sanomatalo, Töölönlahdenkatu 2, 00100 Helsinki, Finland

Present

The shareholders of Kreate Group Plc (“**Kreate**”), as shown in the list of votes approved at the meeting ([Appendix 1](#)), were represented at the meeting.

Also present were members of the Board of Directors, the CEO, the company’s auditor, the company’s CFO and meeting officials.

1 OPENING OF THE MEETING

The Chair of the Board of Directors, Petri Rignell, opened the meeting and welcomed everyone. The Chair of the Board introduced the current Board members and gave a brief overview of the Board’s activities in 2024.

2 ORGANISATION OF THE MEETING

Hanna-Mari Manninen, attorney-at-law, was elected chair of the General Meeting.

The chair invited Pia Kaikkonen, attorney-at-law, to act as the secretary of the meeting.

The chair explained the procedures for processing the items on the agenda of the meeting.

It was noted that the shareholders can follow the General Meeting via webcast, but following the meeting via webcast is not considered participation in the General Meeting or the exercise of shareholders’ rights under the Finnish Limited Liability Companies Act.

It was noted that the proposals of the Board of Directors to the General Meeting had been published in a stock exchange release as part of the notice to the General Meeting and on the company’s website on 26 February 2025. The company’s financial statements, the remuneration report and the remuneration policy of the governing bodies and other documents and information required by the Companies Act and the Securities Markets Act had been available to shareholders on the company’s website for the period required by the Companies Act before the General Meeting.

It was noted that shareholders had also had the opportunity to ask questions to the management of the company in advance, in accordance with the instructions in the notice to the General Meeting. No questions had been submitted to the management by the deadline.

It was noted that the meeting will be held in Finnish and the procedures for taking the floor were explained.

It was noted that shareholders had had the opportunity to vote in advance on the decision proposals on the agenda of the General Meeting.

It was noted that, according to the Companies Act, a decision proposal subject to advance voting is considered to have been presented unchanged at the General Meeting.

It was noted that if, on the basis of the positions submitted in advance and presented at the meeting, it can be clearly established at the meeting that the required majority of the votes and of the shares represented at the meeting are in favour of the proposal made to the General Meeting, a vote and a full counting of votes will not, as a rule, be carried out on the matter.

It was further noted that if a full counting of votes is not carried out regarding an item, the number of opposing advance votes and advance abstentions will be recorded in the minutes for each item, according to standard practice.

It was noted that a clear majority of the advance votes cast were in favour of the Board's decision proposals.

A summary list of the advance votes was attached to the minutes ([Appendix 2](#)).

It was noted that the progress of the meeting is set out in the notice to the meeting, which also serves as the agenda, and that the items are dealt with in the order set out in the notice. The proposals and the documents related to the items on the agenda are attached as appendices to the minutes.

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Seppo Valtonen was elected to scrutinise the minutes.

Niina Streng and Sari Mänttari were elected to supervise the counting of votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the meeting had been convened by a notice to the General Meeting published on 26 February 2025 on the company's website and as a stock market release, and that the documents required by the Companies Act to be kept available for inspection had been available for inspection on the company's website at least three (3) weeks before the meeting.

It was noted that the General Meeting had been convened in accordance with the provisions of the Articles of Association and the Companies Act, and that it was therefore legal and constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

5 RECORDING OF ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

It was stated that shareholders who had duly registered for the General Meeting before the end of the registration period and who were entitled to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Companies Act, and who had either voted in advance during the advance voting period or attended the General Meeting at the meeting venue, shall be deemed to be shareholders attending the meeting.

The attendance list and the list of votes provided by Innovatics Oy at the beginning of the meeting were presented, according to which 40 shareholders were represented at the meeting, either by advance voting or in person at the meeting venue or by legal representative or proxy. It was noted that 5,303,557 shares and votes were represented at the beginning of the meeting, corresponding to approximately 59.63% of all shares and votes in the company.

The list of participants and the list of votes at the start of the meeting were attached to the minutes ([Appendix 1](#)). It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

It was also noted that all members of the Board of Directors, with the exception of Timo Pekkarinen, as well as the CEO and the CFO were physically present at the General Meeting. The company's principal auditor Turo Koila, APA, was present to represent the audit firm KPMG. Meeting officials were also present.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR 2024

CEO Timo Vikström presented the CEO's review.

It was noted that the company's annual report for 2024, which includes the company's financial statements and consolidated financial statements, the report of the board of directors, including the sustainability report, the auditor's report and the sustainability report assurance report, had been available to shareholders on the company's website since 4 March 2025, and that the documents were also available to the participants of the meeting at the meeting venue.

The secretary of the meeting presented the statement parts of the auditor's report and the sustainability report assurance report.

It was noted that the financial statements of the Group and the parent company, the report of the Board of Directors, including the sustainability report, the auditor's report and the sustainability report assurance report had been presented to the Annual General Meeting as required by the Articles of Association and the Companies Act, and were attached to the minutes ([Appendix 4](#)).

7 APPROVAL OF THE FINANCIAL STATEMENTS

The Annual General Meeting approved the financial statements and consolidated financial statements for the financial year from 1 January 2024 to 31 December 2024.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

8 USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND DECISION ON THE DISTRIBUTION OF DIVIDEND

It was noted that the Board of Directors had proposed to the General Meeting that a dividend of EUR 0.50 per share be paid from the distributable funds of the parent company to shares not held by the company at the time of the distribution of dividend. According to the proposal, the dividend would be paid in two instalments as follows:

- The first instalment of the dividend, EUR 0.25 per share, will be paid to a shareholder who is recorded on the company's shareholder register maintained by Euroclear Finland Oy on the record date for dividend payment, which is 1 April 2025. The dividend will be paid on 8 April 2025.
- The second instalment of the dividend, EUR 0.25 per share, will be paid in October 2025. The second instalment will be paid to a shareholder who is recorded on the company's shareholder register maintained by Euroclear Finland Oy on the record date of the second instalment of the dividend. At its meeting scheduled for 23 September 2025, the Board of Directors will decide on the record date and the payment date for the second instalment of the dividend. The preliminary record date for the second instalment is 25 September 2025 and the preliminary payment date is 2 October 2025.

It was noted that the Board of Directors had also proposed that it be authorised, if necessary, to decide on a new record date and payment date for the second instalment of the dividend, should the Finnish book-entry securities system regulations or rules change or otherwise require it.

The Board's proposal was attached to the minutes ([Appendix 5](#)).

It was decided to approve the Board's proposal for the use of the profit shown on the balance sheet and the payment of dividend.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

9 DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO

It was noted that the discharge from liability for the financial year 2024 concerns all persons who acted as members of the Board of Directors or as the CEO during the financial year from 1 January 2024 to 31 December 2024.

It was noted that the members of the Board of Directors and the CEO were disqualified from processing this matter.

It was decided to discharge the members of the Board of Directors and the CEO from liability for the financial year from 1 January 2024 to 31 December 2024.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

10 CONSIDERATION OF THE REMUNERATION REPORT OF THE GOVERNING BODIES

It was noted that the remuneration report of the company's governing bodies had been available on the company's website since 4 March 2025 and was also available at the meeting venue.

The remuneration report of the governing bodies was attached to the minutes ([Appendix 6](#)).

It was noted that the Board of Directors had proposed to the General Meeting ([Appendix 5](#)) that the General Meeting adopt, by way of an advisory resolution, the remuneration report of the governing bodies for the financial year 2024.

It was decided to adopt the report on the remuneration of the governing bodies. The decision was advisory.

It was recorded that, under this item, there were 180,000 votes against and 428,500 abstentions by shareholders who voted in advance.

11 CONSIDERATION OF THE REMUNERATION POLICY OF THE GOVERNING BODIES

It was noted that the remuneration policy of the company's governing bodies had been available on the company's website since 4 March 2025 and was also available at the meeting venue.

The remuneration policy of the governing bodies was attached to the minutes ([Appendix 7](#)).

It was noted that the Board of Directors had proposed to the General Meeting ([Appendix 5](#)) that the General Meeting adopt, by way of an advisory resolution, the remuneration policy of the governing bodies.

It was decided to adopt the remuneration policy of the governing bodies. The decision was advisory.

It was recorded that, under this item, there were 605,000 votes against and 1,800 abstentions by shareholders who voted in advance.

12 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Board of Directors' Remuneration and Nomination Committee had proposed to the General Meeting (Appendix 5) that the remuneration to be paid to the members of the Board of Kreate for the term of office beginning at the close of the Annual General Meeting in 2025 and ending at the close of the Annual General Meeting in 2026 be as follows:

- EUR 5,750 per month for the Chair of the Board and EUR 3,000 per month for each of the other members of the Board.

The Board of Directors' Remuneration and Nomination Committee had also proposed that an additional annual yearly fee of EUR 1,500 be paid to the Board member elected as Chair or member of the Audit Committee or the Remuneration and Nomination Committee.

In addition, it was proposed that reasonable travel costs be reimbursed according to an invoice.

It was decided to approve the proposal of the Board of Directors' Remuneration and Nomination Committee on the remuneration of the members of the Board.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

13 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to Article 4 of the Articles of Association, between three (3) and ten (10) ordinary members must be elected to the Board of Directors. The current number of Board members is six (6).

It was noted that the Board of Directors' Remuneration and Nomination Committee had proposed to the Annual General Meeting (Appendix 5) that six (6) members be elected to the Board of Directors.

It was decided that the number of Board members shall be six (6), as proposed by the Remuneration and Nomination Committee.

It was recorded that, under this item, there were no abstentions by shareholders who voted in advance.

14 ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Board of Directors' Remuneration and Nomination Committee had proposed to the Annual General Meeting (Appendix 5) that the following persons be re-elected as members of the Board of Directors for a term of office starting at the close of the Annual General Meeting in 2025 and ending at the close of the Annual General Meeting in 2026:

Petri Rignell,

Timo Kohtamäki,

Elina Rahkonen,

Timo Pekkarinen,

Jussi Aine, and

Petra Thorén.

It was decided to elect as members of the Board of Directors the persons proposed by the Board of Directors' Remuneration and Nomination Committee for a term of office starting at the close of the Annual General Meeting in 2025 and ending at the close of the Annual General Meeting in 2026. The Board shall elect a Chair from among its members.

It was recorded that, under this item, there were no abstentions by shareholders who voted in advance.

15 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that, based on the proposal prepared by the Board of Directors' Audit Committee, the Board of Directors had proposed to the Annual General Meeting (Appendix 5) that the remuneration of the auditor of Kreate be reimbursed according to a reasonable invoice approved by the company.

It was decided, in accordance with the proposal of the Board of Directors prepared by the Board of Directors' Audit Committee, that the auditor be reimbursed according to a reasonable invoice approved by the company.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

16 ELECTION OF THE AUDITOR

It was noted that according to the Articles of Association, the company has one auditor, who must be an audit firm approved by the Finnish Patent and Registration Office. The term of office of the auditor begins from the General Meeting at which the auditor is elected and ends at the close of the Annual General Meeting following the election.

It was noted that, based on the proposal prepared by the Board of Directors' Audit Committee, the Board of Directors had proposed to the Annual General Meeting (Appendix 5) that the audit firm KPMG Oy Ab, which has appointed Turo Koila, APA, as the principal auditor, be re-elected as Kreate's auditor until the close of the Annual General Meeting in 2026.

It was decided, in accordance with the Board's proposal prepared by the Board of Directors' Audit Committee, that the audit firm KPMG Oy Ab be re-elected as the company's auditor until the close of the Annual General Meeting in 2026.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

17 RESOLUTION ON THE REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that, based on a proposal prepared by the Board of Directors' Audit Committee, the Board of Directors had proposed to the Annual General Meeting (Appendix 5) that the sustainability reporting assurer for Kreate's sustainability reporting be reimbursed according to a reasonable invoice approved by the company.

It was decided, in accordance with the proposal of the Board of Directors prepared by the Board of Directors' Audit Committee, that the sustainability reporting assurer be reimbursed according to a reasonable invoice approved by the company.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

18 ELECTION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that, based on the proposal prepared by the Board of Directors' Audit Committee, the Board of Directors had proposed to the Annual General Meeting (Appendix 5) that the sustainability audit firm KPMG Oy Ab be elected as Kreate's sustainability reporting assurer until the close of the Annual General Meeting in 2026.

It was decided, in accordance with the Board's proposal prepared by the Audit Committee, that the sustainability audit firm KPMG Oy Ab will be elected as Kreate's sustainability reporting assurer until the close of the Annual General Meeting in 2026.

It was recorded that, under this item, there were no votes against and no abstentions by shareholders who voted in advance.

19 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the General Meeting (Appendix 5) that the General Meeting authorise the Board of Directors to decide on the issuance of shares, as well as on the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10, Section 1 of the Companies Act, as follows:

Under the authorisation, a maximum of 898,000 shares can be issued, which would correspond to approximately 10 percent of Kreate's total shares at the time of the proposal. The shares or special rights entitling to shares can be issued in one or more tranches, either against or without payment. The shares issued under the authorisation can be new shares or shares held by Kreate.

The authorisation may be used for financing or executing acquisitions or other arrangements, the strengthening of the company's balance sheet and financial standing, the implementation of the company's share-based incentive systems or for other purposes decided by the Board of Directors.

Under the authorisation, the Board of Directors may decide to issue new shares to Kreate itself without payment, provided that Kreate, together with its subsidiaries, does not at any time hold more than 10 percent of the total number of its shares.

The Board of Directors of Kreate is authorised to decide on all terms and conditions of the share issues and the issue of special rights entitling to Kreate's shares. The Board of Directors of Kreate is authorised to decide on the issue of shares and special rights to shares in a directed manner, i.e. in deviation from shareholders' pre-emptive rights, provided that there are weighty financial reasons for doing so.

The authorisation is valid until the close of the next Annual General Meeting, but not later than 30 June 2026. The authorisation revokes any previous unused share issue authorisations.

It was decided to authorise the Board of Directors to decide on the issuance of shares and special rights entitling to shares in accordance with the Board's proposal.

It was recorded that, under this item, there were 1,800 votes against and no abstentions by shareholders who voted in advance.

20 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES AND THE ACCEPTANCE OF PLEDGE OF OWN SHARES

It was noted that the Board of Directors had proposed to the General Meeting (Appendix 5) that the Annual General Meeting authorise the Board of Directors to decide on the repurchase and acceptance as pledge of Kreate's own shares as follows:

The total maximum number of own shares to be repurchased or accepted as a pledge is 898,000 shares. Kreate, together with its subsidiaries, may not own and/or hold as pledge more than 10 percent of Kreate's all shares at any time. Under the authorisation, the company's own shares can only be repurchased with Kreate's unrestricted equity.

The company's own shares may be purchased in one or more tranches on a regulated market where Kreate's shares are being traded at a price determined on the date of purchase or otherwise at market price.

The Board of Directors will decide on the repurchase and acceptance as a pledge of own shares. Among other things, derivatives may be used in the purchase of own shares. Own shares may be purchased in proportions that differ from the ownership proportions of the shareholders (directed purchase).

Own shares may be repurchased and accepted as a pledge, among other things, in order to limit the dilution effect of share issues implemented during business acquisitions, for the purpose of developing Kreate's capital structure, for handing over in connection with possible acquisitions, for use in incentive systems or for the purpose of cancellation, provided that the purchase is in line with the interests of Kreate and its shareholders.

The authorisation is valid until the close of the next Annual General Meeting, but not later than 30 June 2026. The authorisation revokes any the previous unused authorisations for the repurchase and acceptance as a pledge of the company's own shares.

It was resolved to authorise the Board of Directors to decide on the repurchase and the acceptance as a pledge of the company's own shares in accordance with the Board's proposal.

It was recorded that, under this item, there were 1,800 votes against and no abstentions by shareholders who voted in advance.

21 CLOSING OF THE MEETING

The chair thanked for the meeting and noted that all the items mentioned in the invitation to the meeting had been dealt with and that the minutes will be available on the company's website from 11 April 2025 at the latest.

The chair thanked the participants and closed the meeting at 11:09 am.

In fidem

Hanna-Mari Manninen
Chair

Pia Kaikkonen
Secretary

Minutes scrutinised and approved

Seppo Valtonen
Scrutiniser of minutes

APPENDICES

- 1 Participation status and list of votes
- 2 Summary of votes given during the advance voting
- 3 Notice of Annual General Meeting
- 4 Financial statements and auditor's report
- 5 Proposals of the Board of Directors to the General Meeting
- 6 Remuneration report of the governing bodies
- 7 Remuneration policy of the governing bodies